FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB APPROVAL

OMB Number: 3235-0076 Expires: April 30, 2008

Estimated average burden hours

per response 16.00



06047284

Name of Offering (\square check if this is an amendment and name has changed, and indicate change.) Metalmark Capital Partners MS Fund, L.P.	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Sect	tion 4(6) ULOE
Type of Filing: ■ New Filing Amendment	
A. BASIC IDENTIFICATION D	DATA
1. Enter the information requested about the issuer	
Name of Issuer (enck if this is an amendment and name has changed, and indicate change.) Metalmark Capital Partners MS Fund, L.P. (the "Fund")	
Address of Executive Offices (Number and Street, City, State, Zip Code) c/o Metalmark Management LLC, 1177 Avenue of the Americas, 40th Floor, New York, NY 10036	Telephone Number (Including Area Code) 212.823.1900
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business	
Investments	_
	PROCESSED
Type of Business Organization corporation limited partnership, already formed business trust limited partnership, to be formed other (please specify)	SEP 9 2006
Month Year	THOMSON
Actual or Estimated Date of Incorporation or Organization: 0 8 0 6	■ Actual Estimated FINANCIAL
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for S CN for Canada; FN for other foreign jurisdiction)	State: D E
GENERAL INSTRUCTIONS	
Federal:	
Who Must File: All issuers making an offering of securities in reliance on an exemption under Reg 77d(6).	gulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C.
When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, adate it was mailed by United States registered or certified mail to that address.	
Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 2	20549.
Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must photocopies of the manually signed copy or bear typed or printed signatures.	t be manually signed. Any copies not manually signed must be
<i>Information Required</i> : A new filing must contain all information requested. Amendments need only reinformation requested in Part C, and any material changes from the information previously supplied it the SEC.	
Filing Fee: There is no federal filing fee.	
State:	
This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee is be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a	s Administrator in each state where sales are to be, or have been in the proper amount shall accompany this form. This notice shall
ATTENTION	

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (5-05) 22275226v1 \sim

2. Enter the information re	quested for the follo	owing:				
• Each promoter of	the issuer, if the issu	uer has been organized withi	n the past five years;			
Each beneficial ov	vner having the pow	ver to vote or dispose, or dire	ect the vote or disposition of,	10% or more of a	class of equity securities	of the issuer;
Each executive off	ficer and director of	corporate issuers and of cor	porate general and managing	partners of partner	rship issuers; and	
Each general and r	managing partner of	f partnership issuers.				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	■ General and/or N	Managing Partner
enous Ben(te) merrippiy			393	3800		
Full Name (Last name first, i	f individual)					
Metalmark Capital Partners G		al Partner")				
Business or Residence Address	ss (Number and Stre	eet, City, State, Zip Code)				
c/o Metalmark Management I			New York, NY 10036			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	■ General and/or N	Managing Partner*
check box(cs) that repply.	Tromoter	Beneficial 5 wilet	Exceutive Officer	Buccion	- Concrat and of 1	
Full Name (Last name first, i	f individual)					
Metalmark Capital Partners G						
Business or Residence Addres	s (Number and Str	reet City State Zin Code)				
c/o Metalmark Management I			New York, NY 10036			
Check Box(es) that Apply:	Promoter	Beneficial Owner	■ Executive Officer**	Director	General and/or N	Monaging Portner
Check Box(es) that Apply.	Fromoter	Beneficial Owner	= Executive Officer	i Director	General and/or r	ranaging i aithei
E. W. Names (Least manus Cont.)	C : 4:: 41\					
Full Name (Last name first, in Hoffen, Howard I.	i individual)					
	01 1 10	. 0: 0: 7: 0 1)				
Business or Residence Addres c/o Metalmark Management I			New York, NY 10036			
				999	****	
Check Box(es) that Apply:	Promoter	■ Beneficial Owner	Executive Officer	Director	General and/or N	Aanaging Partner
Full Name (Last name first, if MM Partners MD Side Fund,						
Business or Residence Address c/o Metalmark Management L			New York NV 10036			
			•			
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or M	lanaging Partner
Full Name (Last name first, it	f individual)					
Business or Residence Addres	s (Number and Str	eet, City, State, Zip Code)				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or N	lanaging Partner
Full Name (Last name first, it	f individual)				·	
Business or Residence Addres	s (Number and Str	eet, City, State, Zip Code)				
Check Box(es) that Apply:	Promoter	Beneficial Owner	Executive Officer	Director	General and/or N	Ianaging Partner
Full Name (Last name first, if	f individual)					
Business or Residence Addres	s (Number and Str	eet, City, State, Zip Code)				
* of the General Partner. / **	of the general partne	er of the General Partner.				
	(I lan	blank sheet or convend us	e additional copies of this she	et ne necessors		
	(USE	oranic since, or copy and us	o accuratorial copies of this SIR	July as 110003341 y.)		II .

A. BASIC IDENTIFICATION DATA

Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?							B. INFO	ORMATIC	N ABOUT	OFFERI	NG				
Answer also in Appendix, Column 2, if Riling under ULOE Sulva	-		1		_	, , ,									Yes No
2. What is the minimum investment that will be accepted from any individual?	1.	Has the	issuer sold,	or does the	e issuer inte	end to sell,	to non-accre	edited inves	stors in this	offering?				•••••	ļ D =
Yes No						Ans	wer also in	Appendix,	Column 2,	if filing und	der ULOE.				
3. Does the offering permit joint ownership of a single unit? 4. Eiter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remindration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or similar remindration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or similar remindration for the solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or similar remindration for the solicitation of the solicitation of the solicitation of the solicitation of the U.S. only. Full Name (Last name first, if individual) Not applicable Business or Residence Address (Number and Street, City, State, Zip Code) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States). [AL] [AK] [AZ] [AR] [AZ] [CO] [CT] [DE] [DC] [FL] [CA] [HI] [ID] [ID] [ID] [ID] [ID] [ID] [ID] [I	2.	What is	the minimu	ım investm	ent that wil	l be accepte	ed from any	individual	?					•••••	\$n/a
4. Bites the information requested for each specion who has been or will be gaid or given. clicacity or inforcetly, says commission or similar remure residence solicitation of purchasers in connection with select or Securities in the Others, of a posses of the process of securities in the Others, of a posses obtained person or advantage of the broker or dealer. If more than five (5) persons to be listed are associated person and a broker or dealer, if more than five (5) persons to be listed are associated persons of such a broker or dealer, if more with a five (5) person to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated are associated Broker or Dealer. Fall Name (Last name first, if individual) States				-		•									Yes No
4. Bites the information requested for each specion who has been or will be gaid or given. clicacity or inforcetly, says commission or similar remure residence solicitation of purchasers in connection with select or Securities in the Others, of a posses of the process of securities in the Others, of a posses obtained person or advantage of the broker or dealer. If more than five (5) persons to be listed are associated person and a broker or dealer, if more than five (5) persons to be listed are associated persons of such a broker or dealer, if more with a five (5) person to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer. If more than five (5) persons to be listed are associated are associated Broker or Dealer. Fall Name (Last name first, if individual) States	3.	Does the	offering p	ermit joint	ownership	of a single	unit?								<u> </u>
solicitation of purchases in connection with sales of securities in the Offening. If a person to be listed is an associated person or agent of a broker or dealer registered with the SIC and/or with a state or state, list the name of the broker or dealer. The ore than the VCS only. Pull Name (Last name first, if individual) Not applicable Business or Residence Address (Number and Street, City, State, Zip Code) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	4.														
Full Name (Last name first, if individual) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "Aul States" or check individual) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "Aul States" or check individual States) Name of Associated Broker or Dealer Name		solicitati	on of purcl	nasers in co	nnection w	rith sales of	securities in	n the offeri	ng. If a pers	on to be lis	ted is an as	sociated pe	rson or age	nt of a brok	er or dealer
Name of Associated Broker or Dealer		broker o	r dealer, yo	ou may set	forth the int	le or states, formation fo	or that brok	er or dealer	only. Con	pleted with	respect to	solicitation	in the U.S.	only.	persons of such a
Business or Residence Address (Number and Street, City, State, Zip Code)	Full	Name (L	ast name fi	rst, if indiv	ridual)										
Name of Associated Broker or Dealer	Not	applicable	•												
Name of Associated Broker or Dealer				ddress (Nu	mber and S	treet, City.	State, Zip C	Code)							
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	240.					,,,	, - -	,							
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Nam	e of Asso	ciated Brol	cer or Deal	er										
Check "All States" or check individual States)	11411	ic 01 71330	ciated Dio	Kei oi Dear	Cı										
Check "All States" or check individual States)	State	o in Whi	h Darcan I	istad Uas G	Solicited or	Intends to	Caliait Dura	hacare				·····			
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IIL] [IN] [IIA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MN] [MS] [MO] [MI] [NE] [NV] [NH] [NI] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [FA] [MI] [MI] [MI] [MI] [MI] [MI] [MI] [MI	Stati														□ A11 S4-4
[IIL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MI] [NY] [NE] [NV] [NH] [NV] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [NI] [NI] [NS] [NV] [NI] [NV] [NV] [NV] [NV] [NV] [NV] [VI] [WV] [PR] [NI] [NI] [NV] [NV] [VI] [WV] [PR] [NI] [NI] [NI] [NV] [NV] [VI] [WV] [PR] [NI] [NI] [NV] [NV] [NV] [NV] [NV] [NV] [NV] [NV		`				•									□ All States
MT								• •	• -						
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [II.] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NI] [NV] [NT] [VT] [VA] [WA] [WV] [WV] [PR] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [DD] [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [DD] [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [DA] [AL] [AK] [AZ] [AR] [CA] [CA] [CD] [CT] [DE] [DC] [FL] [GA] [HI] [DA] [AL] [AK] [AZ] [AR] [CA] [CA] [CD] [CT] [DE] [DC] [FL] [GA] [HI] [DA] [ALI] [AK] [AZ] [AR] [CA] [CA] [CD] [CT] [DE] [DC] [FL] [GA] [HI] [DA] [ALI] [AK] [AZ] [AR] [AZ] [AR] [CA] [CA] [CD] [CT] [DE] [DC] [FL] [GA] [HI] [DA] [ALI] [AK] [AX] [AX] [AX] [AX] [AX] [AX] [AX] [AX				. ,											
Business or Residence Address (Number and Street, City, State, Zip Code)			• •												
Name of Associated Broker or Dealer	Full		• •			. ,	. ,					. ,		. ,	
Name of Associated Broker or Dealer															
Name of Associated Broker or Dealer	Busi	ness or Re	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	ode)							
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)				`		, ,,	, 1	,							
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Nam	e of Asso	ciated Brol	er or Deale											
All States Check		011100	onated Disc.	ici oi bean	.										
All States Check	State	e in Whic	h Person I	icted Hac S	Solicited or	Intends to 9	Solicit Purc	hasers				·			
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Otate				-					····		• • • • • • • • • • • • • • • • • • • •	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	*************	☐ All States
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NI] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA] [NE]		,				•									
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR] Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States) [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]															
Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)		• •				• •					• •				
Business or Residence Address (Number and Street, City, State, Zip Code) Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)		[RI]	[SC]	[SD]	[TN]	[XT]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Full	Name (L	ast name fi	rst, if indiv	idual)									,	
Name of Associated Broker or Dealer States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)															
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Busi	ness or Re	esidence A	ddress (Nu	mber and S	treet, City,	State, Zip C	Code)							
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)															
(Check "All States" or check individual States) □ All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	Nam	e of Asso	ciated Brol	cer or Deale	er	,									
(Check "All States" or check individual States) □ All States [AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]															
[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID] [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]	State	s in Whic	h Person L	isted Has S	Solicited or	Intends to S	Solicit Purcl	hasers							
[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MI] [MI] [MN] [MS] [MO] [MT] [NE] [NV] [NM] [NY] [NC] [ND] [OH] [OR] [PA]															☐ All States
[IL] [IN] [IA] [KY] [LA] [ME] [MD] [MI] [MN] [MS] [MO] [MT] [NV] [NV] [NV] [NV] [NV] [NV] [OK] [OK] [PA]		[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]	
		[IL]				[KY]		[ME]			[MI]	[MN]	[MS]		
[RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]		-													
		[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]	

indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
Type of Security	Aggregate Offering Price	Amount Already Sold
Debt	\$0	\$0
Equity	\$0	
□ Common □ Preferred		
Convertible Securities (including warrants)	\$0	\$0
Partnership Interests	\$7,101,000	
Other (Specify)	\$0	
Total	\$7,101,000_	
Answer also in Appendix, Column 3, if filing under ULOE.	\$7,101,000	97,101,000
Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	1	\$7,101,000
Non-accredited Investors	0	\$0
Total (for filings under Rule 504 only)		s
Answer also in Appendix, Column 4, if filing under ULOE.		
If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.		
	Type of	Dollar Amount
	Type of Security	Dollar Amount Sold
Type of offering		y .
Type of offeringRule 505		Sold \$
	Security	Sold S S
Rule 505	Security	Sold S S
Rule 505	Security	Sold S S
Rule 505	Security	Sold S
Rule 505	Security	Sold S
Rule 505	Security	Sold S
Rule 505	Security	Sold S S S S S S S S S S S S S
Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs.	Security	Sold S S S S S S S S S S S S S
Rule 505 Regulation A Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees	Security	Sold S S S S S S S S S S S S S
Rule 505 Regulation A Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees Accounting Fees Engineering Fees	Security	Sold S S S S S S S S S S S S S
Rule 505 Regulation A. Rule 504 Total a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees Printing and Engraving Costs. Legal Fees Accounting Fees	Security	Sold S S S S S S S S S S S S S

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

	C. OFFERING PRICE, NUMBER OF				
	Enter the difference between the aggregate offering price given in response to Part C - Question 4.a. This difference is the "adjusted gross				\$7,092,800
	Indicate below the amount of the adjusted gross proceeds to the issuer amount for any purpose is not known, furnish an estimate and check to must equal the adjusted gross proceeds to the issuer set forth in response	the box to the left of the estimate. The			
			Óf Dire	ments to ficers, ctors, & filiates	Payments To Others
	Salaries and fees		= \$106	,515	¬ \$
	Purchase of real estate		🗆 \$		3 \$
	Purchase, rental or leasing and installation of machinery and equip	oment	🗆 💲		3 \$
	Construction or leasing of plant buildings and facilities		🗆 s		⊃ s
	Acquisition of other businesses (including the value of securities in used in exchange for the assets or securities of another issuer pursu		🗆 \$		□ \$
	Repayment of indebtedness		🗆 💲		D \$
	Working capital		🗆 S		□ \$
	Other (specify): Investments		- 🗆 s		■ \$6,086,285
			_ □\$		D \$
	Column Totals		🔳 \$106,	515	\$6,086,285
	Total Payments Listed (columns totals added)			m 67 (092,800
	Total Fayinchis Elsted (columns totals added)		••	= 57,0	3,72,000
an u		EDERAL SIGNATURE v authorized person. If this notice is file	ed under Rule	505, the follow	ing signature constitutes
an u non-	D. FE issuer has duly caused this notice to be signed by the undersigned duly ndertaking by the issuer to furnish to the U.S. Securities and Exchange	EDERAL SIGNATURE v authorized person. If this notice is file	ed under Rule	505, the follow formation furni	ing signature constitutes shed by the issuer to any
an u non- Issu	D. FE issuer has duly caused this notice to be signed by the undersigned duly indertaking by the issuer to furnish to the U.S. Securities and Exchange accredited investor pursuant to paragraph (b)(2) of Rule 502.	EDERAL SIGNATURE vauthorized person. If this notice is file Commission, upon written request of	ed under Rule	505, the follow formation furni	ing signature constitutes
an u non- Issu Met Nan	issuer has duly caused this notice to be signed by the undersigned duly indertaking by the issuer to furnish to the U.S. Securities and Exchange accredited investor pursuant to paragraph (b)(2) of Rule 502. er (Print or Type) almark Capital Partners MS Fund, L.P. ne of Signer (Print or Type)	EDERAL SIGNATURE y authorized person. If this notice is file Commission, upon written request of Signature Title of Signer (Print or Type)	ed under Rule its staff, the ir	505, the follow formation furni Date Sept	ing signature constitutes shed by the issuer to any ember 12, 2006
an u non- Issu Met Nan	D. FE issuer has duly caused this notice to be signed by the undersigned duly indertaking by the issuer to furnish to the U.S. Securities and Exchange accredited investor pursuant to paragraph (b)(2) of Rule 502. er (Print or Type) almark Capital Partners MS Fund, L.P.	EDERAL SIGNATURE y authorized person. If this notice is file Commission, upon written request of Signature	ed under Rule its staff, the ir	Date Sept	ing signature constitutes shed by the issuer to any ember 12, 2006 general partner of

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)